

## **Exhibit A**

# ReedSmith

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December 16, 2009

VIA FACSIMILE, E-MAIL, AND U.S. MAIL

Robert O. Lampl, Esq.  
Elsie Lampl, Esq.  
960 Penn Avenue, Suite 1200  
Pittsburgh, PA 15222

Re: *In re Max & Erma's Restaurants, Inc.*; Case No. 09-27807-MBM (Bankr. W.D. Pa.) –NOTICE OF DEFAULT

Dear Robert and Elsie:

As you know, this firm is counsel to PNC Bank, National Association, successor by merger to National City Bank (individually and as agent, the "Lender") in the above-referenced case. Please be advised that the Debtor is in default (the "Default") of the Second Interim Agreed Order Authorizing Max & Erma's Restaurants, Inc.'s Limited Use of Cash Collateral and Granting Adequate Protection to Existing Lienholders (the "Interim Order") for, *inter alia*, failing to comply with the requirements set forth in paragraph 42 thereof. Should the Debtor fail to timely cure the Default as set forth in paragraph 44(a) of the Interim Order, an Event of Default will occur and the consensual use of cash shall terminate immediately.

The Lender reserves the right to take any and all remedies available to it under paragraph 45 of the Interim Order, and/or under the Bankruptcy Code and applicable law. Please be advised that additional defaults and events of default (collectively, the "Other Defaults") may have occurred. The failure to list any Other Defaults herein does not constitute a waiver of such defaults, and the Lender reserves all rights to take any actions it may deem appropriate on account of any such Other Defaults.

Sincerely,

REED SMITH LLP

By:



Robert P. Simons

cc: Nicholas V. Cavaleri, Esq. (via e-mail)  
Max & Erma's Restaurants, Inc. (via Certified Mail)  
P.O. Box 297830  
4849 Evanswood Drive  
Columbus, OH 43229  
Attn: Chief Financial Officer

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